D-R-A-F-T

***THE BENGALI ASSOCIATION***

***OF NORTH FLORIDA***

**BY-LAWS**

(September, 2011)

**INTRODUCTION:**

The provisions of this document constitute the charter and the by-laws of Bengali Association of North Florida which shall govern the management and operations of the association unless changed by an amendment.

**ARTICLE I: Name**

The name of the organization shall be "BENGALI ASSOCIATION OF NORTH FLORIDA”, hereinafter called BANF. Located in greater Jacksonville, its service area shall cover Northeast Florida and Southern Georgia. Its website is [www.jaxbengali.org](http://www.jaxbengali.org). Its business address shall be published in its newsletter at least once a year, and when the address is changed.

**ARTICLE II: Charter**

BANF shall be a not-for-profit, non-political, socio-cultural organization, formed under section 501(c)(3) of the Internal Revenue Code, whose charter is to foster and promote the culture, language and traditions of the Bengali people, consistent with all applicable laws.

**ARTICLE III: Objectives**

BANF shall fulfill its charter by achieving the following objectives:

1. Organize and sponsor cultural activities of interest to the Bengalis,

2. Organize and support social, educational and literary activities,

3. Organize religious activities of any denomination that are of interest to its members,

4. Propagate Bengali traditions among the children by involving them in activities and giving them a voice,

5. Foster a spirit of friendship and cooperation with other Indian and non-Indian organizations who have similar objectives, and promote Bengali identity and heritage in the community at large.

**ARTICLE IV: Membership**

1. Membership shall be open to all individuals 18 years or older who subscribe to the BANF objectives regardless of their native language, race, religion, sex or national origin. Each individual or family shall pay

the necessary membership dues, as determined by the Executive Committee, and adhere to BANF’s ideals to maintain membership in good standing,

2. Children under 18 years of age shall be automatically covered under the family membership as a “youth member”. Such youth membership shall be non-voting. Other family members living in the same household and financially dependent on a member shall also be automatically covered under family membership and shall have full voting rights if over 18 years of age,

3. A separate membership category shall be established for full time students, who are not covered under family membership, as defined above, with reduced membership dues as determined by the Executive Committee. Such members shall have full voting rights,

4. The Executive Committee shall have the authority to establish additional categories of membership as and when appropriate.

**ARTICLE V: Organization**

1. The organization shall consist of an elected Board of Trustees (BoT), an elected Executive Committee (EC) and a general body of members (during start-up, such offices may be filled through co-opting willing members),

2. The function of the BoT shall be to oversee that the objectives of BANF are being met, advise and counsel the EC, and act as the final arbiter of issues arising within the organization. It shall also oversee that the assets of BANF are properly protected and utilized,

3. The function of the EC shall be to carry out the normal activities of BANF on a regular basis, execute the will of the members and coordinate with the BoT as and when necessary. It is also responsible, along with the BoT, for the safe-keep of BANF’s assets.

**ARTICLE VI: Election**

1. The organization shall hold a General Election to elect the BoT every three years. No person shall be a member of BoT for more than six years in a row,

2. The organization shall hold a General Election to elect the members of the EC every two years. No person shall hold the same office within the EC for more than two years in a row. No person shall be a member of the EC in any capacity for more than six years in a row,

3. The Election for both BoT and EC shall be conducted by an

independent ad-hoc Election Committee consisting of three members in

good standing, nominated by the BoT prior to the election. The members of the Election Committee cannot run for any elected office. The Election Committee shall:

a> Be responsible for administering the nomination process by notifying all voting members of the process, date of election, offices for election and other necessary modalities well in advance, and soliciting for nomination from members, including self-nomination. Any member in good standing over 18 years of age can be nominated and elected (exception: if the EC decides to form a youth committee, the head of such committee can be under 18 years of age),

b> Conduct the election for all open positions during an in-person meeting. Nomination from the floor will not be accepted,

c> Encourage a reasonably balanced representation of men and women,

d> Properly ratify and communicate the results to the members.

**ARTICLE VII: Board of Trustees**

1. The BoT shall consist of three members in good standing

2. The BoT shall elect a chairperson from its elected members every year.

3. All members of the BoT shall serve on a voluntary basis, without any remuneration.

**ARTICLE VIII: Executive Committee**

1. **The Executive Committee** shall consist of no less than four (4) members, namely, President, Vice-President, Treasurer and General Secretary. In addition, the outgoing President and the President-Elect of the association, when such positions become available, shall become ex-officio members of the EC. These two members shall not have voting rights within the EC (they will have voting rights as members of BANF).
2. The Election Committee or the existing EC can create additional elected positions for proper discharge of its duties such as heads of puja, cultural, food, logistics, children’s activities, fund raising and outreach committees. EC can also create ad-hoc committees which shall disband after their stated limited objectives,

3. **The President** shall preside over all EC and General Body Meetings. In all matters of the EC, the President shall have the privilege of the "casting vote" in case of a tie,

4**. The Vice President** shall assume the responsibilities of the President in the absence, or in the event of the resignation, of the latter. He/She will also perform specific tasks delegated by EC or the President,

5**. The Treasurer** shall:

a> maintain the bank accounts and all monetary transactions,

b> maintain accurate records of the revenues and expenditures of the organization which shall be presented to the members at least once a year,

6. **The General Secretary** shall:

a> maintain accurate minutes of all EC and General Body meetings,

b> be responsible for maintaining all books and records of BANF,

c> Carry out functions as delegated by the President and the EC,

All members of the EC shall serve on a voluntary basis, without any remuneration. Actual, reasonable and authorized cash expenses incurred for BANF activities will be reimbursed.

7**. Removal, Resignation**

a> Any member of BoT and EC can be removed by at least two-thirds majority (66.7% or more) of **ALL** **BoT** **AND** **EC members** for a “just cause” as determined by such majority,

b> The general membership can remove any or all members of the BoT and EC at a general body meeting, or a special meeting of the members, with at least two-thirds majority (66.7%) of **ALL members** in good standing. Appropriately authorized mail/email-in votes shall be acceptable for the determination of both the quorum (defined in Article IX) and the voting outcome, when a member cannot be present in person due to extenuating circumstances,

c> Any vacancy in the EC or BoT, by resignation, removal or death shall be filled, if necessary, by appointment by the simple majority (50.0%) of the remaining members of the BoT AND the EC. Such non-elected positions will continue to serve until the next election.

**ARTICLE IX: Meetings**

1. The EC shall hold meetings of its members at regular intervals and shall arrange for General Body meetings at least once a year. The minutes of all such meetings will be communicated to all members,

2. Quorum for General Body meetings shall be at least one-half (50.0%) of the total membership**.** Non-members can attend General Body meetings

but they shall not have any voting privileges,

3. Quorum for EC or BoT meetings or joint meetings of the two bodies shall be at least two-thirds (66.7%) of the members of such bodies,

4. A quorum of the relevant body as defined above, and a simple majority (50.0% or more) of those casting votes are required to pass a resolution through the voting process, except as noted herein in Articles VIII (7) (a), (b) and XI (3). Properly authorized mail/email-in votes shall be acceptable for the determination of both the quorum and the voting outcome, when a member cannot be present in person due to extenuating circumstances,

5. For issues with de minimis impact on BANF, as determined by the EC, the required quorum may be waived by the EC, and an informal approval procedure, such as a “voice vote”, may be adopted,

6. In the event of a lack of clarity herein as to the “order” of the meetings, “Robert’s Rules of Order” shall be applied.

**ARTICLE X: Finance**

1. The EC, in consultation with the BoT, shall maintain BANF funds in bank accounts to optimize the returns consistent with the objectives of BANF.

2. Bank accounts shall be maintained by the Treasurer in the name of BENGALI ASSOCIATION OF NORTH FLORIDA. The Treasurer and the President shall have the authority to operate these accounts singly or jointly. For any single expense item over $500, consent of both the President and the Treasurer shall be required either by both officers signing the BANF check or by maintaining a written document to this effect. All monetary transactions shall be made by BANF checks as far as possible, and all records shall be kept for three years in the custody of BANF,

3. Any actual, reasonable and authorized cash expense incurred by any member in the business of BANF shall be reimbursed with proper documentation.

4. Any single expense item over $2,000 shall require simple majority (50.0% or more) of the general membership casting votes, provided the 50% quorum is met, including any mail/email-in votes,

5. BoT and EC shall undertake an audit of BANF’s financial statements once a year by a qualified person who is not a member of the BoT or the EC.

**ARTICLE XI: Amendments**

1. Any member in good standing can bring a proposal to amend any of the by-laws of BANF using a procedure to be established by the EC,

2. It is the responsibility of the EC to determine, in consultation with the BoT, that the proposed amendment is consistent with the charter of BANF and compliant with all applicable laws,

3. All members will be given adequate notice for such proposals for amendment, and a two-thirds (66.7%) majority of **ALL** members’ approval is required to adopt an amendment. Appropriately authorized mail/email-in votes shall be acceptable.

4. Changes in the by-laws resulting from an approved amendment shall be communicated to all members and any other parties as appropriate, and included in BANF’s records.

**ARTICLE XII: Miscellaneous**

1. No member shall have any ownership interest in any of the assets of BANF. In the event of the dissolution of BANF, its assets, net of its liabilities, shall be donated to another organization of similar nature,
2. No member, especially the members of the BoT and the EC, shall be personally liable for any liabilities of BANF unless it is determined by the majority (50.0%) of BoT and EC members that such a member willfully harmed BANF’s interest.